

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:) Chapter 11
W. R. GRACE & CO., et al.,) Case No. 01-01139 (JKF)
Debtors.) (Jointly Administered)

AFFIDAVIT UNDER 11 U.S.C. 327(E)

STATE OF SOUTH CAROLINA)
) ss:
COUNTY OF GREENVILLE)

Ronald E. Cardwell, being duly sworn, upon his oath, deposes and says:

1. I am a shareholder of Cardwell Conner, PC, located at 219-A East Washington Street, Greenville, SC 29601 (the "Firm").

2. The Debtors have requested that the Firm provide legal services to the Debtors, and the Firm has consented to provide such services.

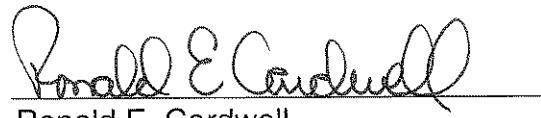
3. The Firm may have performed services in the past and may perform services in the future, in matters unrelated to these chapter 11 cases, for persons that are parties-in-interest in the Debtors' chapter 11 cases.

4. As part of its customary practice, the Firm is retained in cases, proceedings and transactions involving many different parties, some of whom may represent or be employed by the Debtors, claimants and parties-in-interest in these chapter 11 cases. The Firm does not perform services for any such person in connection with these chapter 11 cases, or have any relationship with any such person, their attorneys or accountants that would be adverse to the Debtors or their estates.

5. Neither I nor any shareholder of or professional employed by the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the shareholders and regular employees of the Firm.

6. Neither I nor any shareholder of or professional employed by the Firm, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors or their estates.

7. The Debtors owe the Firm \$1040.60 for prepetition services.



Ronald E. Cardwell

Sworn to and subscribe before
me
this 25th day of June 2001.



Robert Woods

Notary Public
My Commission Expires: 6-3-2008